Telecommunications E Commerce Technology Corporate & Finance Trademarks Proprietary Rights Complex Litigation General Business Law

The Helein Law Group, P.C.

8180 Greensboro Drive Suite 700 McLean, VA 22102

(703) 714-1300 (Telephone) (703) 714-1330 (Facsimile) mail@thlglaw.com

Writer's Direct Dial Number (703) 714-1313

Writer's Email Address jsm@thlglaw.com

March 10, 2004

VIA OVERNIGHT DELIVERY

Thomas M. Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

Re:

Case No. 2000-383

RECEVED

MAR 1 1 2004

PUBLIC SERVICE COMMISSION

Mr. Dorman:

On behalf of Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks ("Buyers United"), its attorneys hereby respond to staff concerns regarding Buyers United's relationship to Buyers United International, Inc. Also addressed hereby are the implications said relationship may have to the above-captioned Case. Lastly, in an effort to resolve any outstanding issues that might exist, Buyers United presents an offer of settlement.

Background

Buyers United recently became aware that staff of the Kentucky Public Service Commission ("Commission") had lingering concerns regarding Buyers United's relationship to Buyers United International, Inc. (hereafter, "BUII"). Upon contacting staff, Buyers United learned that certain issues raised by the Commission approximately one (1) year ago, in the context of Buyers United's certification efforts, remained. Buyers United believed it had addressed and resolved such issues following its submission of a March 25, 2003 facsimile to Commission staffer, Mr. Bill Feldman, and soon thereafter obtaining its license to provide telecommunications services in Kentucky. See Attachment 1 for copy of facsimile; see also Attachment 2 for Commission letter granting telecommunications license. Recent discussions with staff cast doubt as to whether or not the Commission's concerns were adequately resolved.

Buyers United now understands that the Commission is informally investigating whether, in the context of Case No. 2000-383, Buyers United may be held legally responsible for BUII's failure to file two (2) Annual Reports, pursuant to KRS 278.130-278.150. For several reasons, it is Buyers United's position that the Commission may

not. Nevertheless, in the interests of resolving the Commission's concerns in a manner that conserves valuable Commission resources (as well as its own), Buyers United withholds any legal argument in support of its position at this time and instead submits the following information and documents, as requested by staff, and concludes with a reasonable offer of settlement.

1. Corporate History

Following is a history of Buyers United's corporate existence:

August 23, 1994	Linguistics, Inc. incorporated in Utah. See Articles of Incorporation at Attachment 3, Exhibit 1.
November 3, 1997	Linguistics, Inc. changes name to Buyers United International, Inc. ¹ See Articles of Amendment at Attachment 3, Exhibit 2.
March 15, 1999	BUI, Inc. incorporated in Delaware. See Certificate of Incorporation at Attachment 3, Exhibit 3.
April 9, 1999	Buyers United International, Inc. (a Utah Corporation) merges into BUI, Inc. (a Delaware Corporation). See Articles of Merger at Attachment 3, Exhibit 4.
March 30, 2000	BUI, Inc. changes name to BuyersOnline.com, Inc. See Certificate of Amendment at Attachment 3, Exhibit 5.
November 1, 2001	BuyersOnline.com, Inc. changes name to Buyers United, Inc. See Certificate of Amendment at Attachment 3, Exhibit 6.
January 24, 2003	Certificate of Good Standing of Buyers United, Inc. See Attachment 3, Exhibit 7.

2. Prior Kentucky Telecommunications Operations

Shortly after obtaining authority to provide telecommunications service in Kentucky in May of 1998, the company underwent a significant corporate restructuring, including managerial and ownership changes – on April 9, 1999, BUII, a Utah corporation, merged with BUI, Inc., a Delaware corporation.

BUII was an active participant in the Kentucky long distance market for less than one year. During the brief period that it was active, BUII did not actively market

Between 1997 and 1998, following its name change to Buyers United International, Inc., the company entered the long distance telecommunications market and began filing applications for authority to provide these services throughout the nation, including Kentucky.

intrastate services to consumers in Kentucky and therefore did not develop a meaningful in-state customer base. On March 30, 2000, a year after merging with BUII, BUI, Inc. changed its name to BuyersOnline.com, Inc. and management began focusing their efforts on the Internet and Internet-related services.

As described in the March 25, 2003 facsimile to Mr. Bill Feldman, throughout this early period and in subsequent years the company's management entrusted certain regulatory duties and functions, such as Annual Report filings, to various agents (both external and internal). While management's attention was drawn elsewhere, regulatory lapses occurred.

In August 2000, BUII's authority to provide telecommunications services in Kentucky was revoked due to its failure to file Annual Reports on revenue derived in 1998 and 1999. See Case No. 2000-383. By the time BUII's license was revoked, however, the company was no longer actively providing jurisdictional telecommunications services.

3. Current Kentucky Telecommunications Operations

In late 2002, Buyers United again refined its business model. The company developed two "divisions" that are represented by the "trade names" – buyersonline and United Carrier Networks. buyersonline was intended to cater to residential consumers and United Carrier Networks targeted business customers. Proof of Buyers United's d/b/a registrations and Certificate of Authority to transact business in Kentucky may be found at Attachment 4.

To give full effect to this refined business model, Buyers United "re-entered" the Kentucky telecommunications market early in 2003 in anticipation of expanding its operations, establishing a "national" footprint, and creating a more significant customer base through acquisition.

Since its entry, Buyers United has demonstrated its commitment to developing an in-state customer base and firmly establishing a presence in Kentucky, as exemplified by its August 2003 acquisition of the Kentucky customers of Glyphics Communications, Inc. More importantly, Buyers United has shown its dedication to regulatory compliance, in general, and has complied in full with the rules and requirements set forth by the Commission and Secretary of State. See e.g., Attachment 5.

Offer of Settlement

Since entering the intrastate telecommunications market in Kentucky, management of Buyers United has demonstrated that it is a good actor and takes its responsibility for regulatory compliance very seriously.

Buyers United cannot excuse the actions or inactions of its distant predecessor, BUII. And, although it disagrees with the conclusion, Buyers United also respects the

Commission's analysis that would support the initiation of a Show Cause proceeding against Buyers United arising from BUII's failure to file Annual Reports several years ago.

However, Buyers United firmly believes that the significant passage of time, resulting staleness or unavailability of facts and evidence, and the anticipated time commitment, and costs and burdens of a formal Show Cause proceeding (on both the Commission and Buyers United), collectively, justify a reasonable informal settlement.

Buyers United hereby offers to informally settle all issues and any potential liabilities arising from Case No. 2000-383 pursuant to the following terms:

- 1. Buyers United agrees to pay the \$50 minimum fee associated with Annual Report filings which BUII neglected to make in 1999 and 2000 (\$100 payment);
- 2. Buyers United agrees to pay an additional \$25 per Annual Report to account for potential late filing penalties (\$50 payment);
- 3. Buyers United agrees to pay a \$500 penalty to the Commission;
- 4. The Commission agrees to waive the requirement that Buyers United complete and file BUII's 1999 and 2000 Annual Reports due to the significant passage of time and resulting staleness or unavailability of facts and evidence; and
- 5. The Commission agrees to treat any settlement, formal or informal, as a complete and final settlement of all issues arising from or related to Case No. 2000-383 and agrees to maintain strict confidentiality of any such settlement.

Upon review of the information provided herein and the offer of settlement outlined above, please contact undersigned counsel to either negotiate or formalize the terms of a settlement.

An additional copy of this letter is enclosed. Please date-stamp and return in the self-addressed, stamped envelope.

Respectfully submitted,

Jonathan S. Marashlian Regulatory Counsel

The Helein Law Group, LLP 8180 Greensboro Drive, Suite 700 McLean, VA 22102

Tel: 703.714.1313 Fax: 703.714.1330

E-mail: jsm@thlglaw.com

cc: Dale Wright

Public Service Commission

ATTACHMENT 1

************ TX REPORT

TRANSMISSION OK

TX/RX NO

2693

CONNECTION TEL

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CONNECTION ID

03/25 15:16

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RESULT

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THE HELEIN LAW GROUP, P.C.

8180 Greensboro Drive Suite 700 McLean, Virginia 22102 Telephone: (703) 714-1300

Facsimile: (703) 714-1330

FACSIMILE TRANSMISSION ***** For Immediate Delivery *****

DATE: !

March 25, 2003

: TO:

Bili Feldman

COMPANY:

Kentucky Public Service Commission

3460

FAX:

(502) 564-3940

REFERENCE:

155.99

FROM:

Jonathan S. Marashlian

SENDER'S TELEPHONE: (703) 714-1313

SENDER'S FAX PHONE: (703) 714-1330

PAGES TRANSMITTED: 9, INCLUDING THIS SHEET.

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714-1300 IMMEDIATELY. THANK YOU!

MESSAGE OR SPECIAL INSTRUCTIONS:

THE HELEIN LAW GROUP, P.C.

8180 Greensboro Drive Suite 700 McLean, Virginia 22102 Telephone: (703) 714-1300 Facsimile: (703) 714-1330

FACSIMILE TRANSMISSION ***** For immediate Delivery *****

DATE: March 25, 2003

TO: Bill Feldman

COMPANY: Kentucky Public Service Commission

346C

FAX: (502) 564-3940-

REFERENCE: 155.99

FROM: Jonathan S. Marashlian

SENDER'S TELEPHONE: (703) 714-1313

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MESSAGE OR SPECIAL INSTRUCTIONS:

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Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

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Management Consulting Group GTC Consultants, Inc. (703) 714-1307 (Telephone)

Writer's Direct Dial Number

Writer's E-mail Address

(703) 714-1313

jsm@thlglaw.com

March 25, 2003

VIA FACSIMILE

Fax: 502-564-3940

Mr. Bill Feldman

Kentucky Public Service Commission

Re:

In the Matter of the Informational Filing of Buyers United, Inc. d/b/a buyersonline d/b/a United Carrier Networks for Authority to Operate as a Reseller of Interexchange Telephone Service Throughout Kentucky

Mr. Feldman:

On behalf of my client, Buyers United, Inc. ("Buyers United") (f/k/a Buyers United International, Inc.), I am responding to concerns you have raised regarding the revocation of Buyers United International, Inc.'s Authority to Operate with this letter.

In 1997 and 1998, Buyers United began providing resale long distance services in states throughout the mainland United States, including Kentucky. Buyers United is and always has been a small company. During the relevant periods, it employed fewer than 25 individuals, including officers. During and after these start-up years, management focused on building the company's business through marketing efforts and obtaining and maintaining necessary financing for the company's operations while the small staff worked to ensure reliable, low-cost services for its customers and exceptional customer service.

Due to its limited staff resources, Buyers United contracted with the outside telecommunications consulting firm, Harbor Consulting, to manage and direct the company's regulatory filings. On behalf of Buyers United, Harbor Consulting was hired to prepare, file, and maintain the company's regulatory filings, including certifications, tariffs, regulatory reports and fees, and other required PUC notifications and filings (such as notifications of name changes). Based on its understanding of its arrangement, Buyers

United had every expectation that Harbor Consulting would process and file required regulatory filings, such as the Kentucky Annual Report and fees. In the end, it was management's understanding at the time that it had outsourced all regulatory certification and compliance initiatives. Based on this understanding, management focused on business matters and relied very heavily on its agent.

However, management came to learn that its agent failed to perform as expected, as evidenced by the revocation of Buyers United International, Inc.'s Authority in Kentucky.

In an effort to correct past deficiencies and ensure future compliance, in April 2001, Buyers United hired an in-house attorney with the title, Legal and Regulatory Director. Again, management entrusted this individual with matters related to state and federal regulatory compliance. Despite some improvements in the company's overall regulatory compliance efforts, the company's Legal and Regulatory Director was relieved of responsibility in April 2002.

Since that time, in recognition of the importance of regulatory compliance management has taken a more direct role in overseeing the company's regulatory compliance efforts and initiatives. Buyers United memorializes these efforts and initiatives in the Regulatory Compliance Plan ("RCP") attached hereto.

If you have questions regarding this letter, please contact the undersigned.

An additional copy of this letter is enclosed. Please date-stamp and return in the self-addressed, stamped envelope.

Respectfully submitted,

Paul Jarman
President and Chief Operating Officer
Buyers United, Inc.

14870 South Pony Express Drive Bluffdale, UT 84070

Jonathan S. Marashlian Regulatory Counsel

The Helein Law Group, P.C. 8180 Greensboro Drive, Suite 700

McLean, VA 22102

Tel: 703.714.1313 Fax: 703.714.1330

E-mail: jsm@thlglaw.com

EXHBIT 1

Regulatory Compliance Plan

Beginning in the 4th Quarter of 2002, the following steps were taken by Buyers United to ensure current and future compliance with the Rules and Regulations of the Kentucky Public Service Commission ("Commission"), as well as other state and federal regulatory agencies:

1. Designated senior officer as Regulatory Compliance Manager. Contact information is below:

Theodore Stern
Chief Executive Officer
Buyers United, Inc.
14870 South Pony Express Drive
Bluffdale, UT 84070

Tel: 801-576-5021 Fax: 801-576-5022

As Regulatory Compliance Manager, Mr. Stern has direct and ultimate responsibility for ensuring that Buyers United and its agents take all actions necessary to become and remain compliant with Kentucky's regulatory requirements. Mr. Stern is also responsible for the company's compliance with other state and federal regulatory requirements. Mr. Stern oversees internal staff and the outside law firm hired to assist the company with these efforts.

Mr. Stern is assisted in these efforts by Kimm Partridge, Assistant Secretary. Among other responsibilities, Ms. Partridge is responsible for assisting outside counsel with regulatory reporting efforts, including annual report filings as required by Kentucky Rules and Regulations.

2. Retained The Helein Law Group ("THLG") law firm for the purpose of identifying, tracking, preparing, and filing all regulatory filings associated with Buyers United's telecommunications operations in Kentucky and elsewhere.

Detailed descriptions of THLG's telecommunications practice and the partner responsible for Buyers United's regulatory compliance initiatives are provided below.

Firm Profile:

Attached hereto is a description of THLG's Telecommunications/ Technology Regulatory Practice.

Responsible Partner & Profile:

Jonathan S. Marashlian, Esq. The Helein Law Group, P.C. 8180 Greensboro Drive, Suite 700 McLean, VA 22102

Tel: 703-714-1313 Fax: 703-714-1330

E-mail: jsm@thlglaw.com

Since joining The Helein Law Group, Mr. Marashlian has applied his extensive knowledge of the industry to assist long distance, competitive local exchange and wireless clients with regulatory and legal matters before the Federal Communications Commission and state regulatory agencies across the nation.

Mr. Marashlian chairs the firm's Telecommunications & Technology Regulatory Practice. In this capacity, Mr. Marashlian is responsible for coordinating and managing staff and attorneys and guiding the firm's clients through the maze of state and federal regulatory requirements, including the coordination, management and execution of regulatory filings associated with a full range of corporate and regulatory transactions, from the routine to the highly complex.

Mr. Marashlian is also the Editor of the firm's electronic newsletter, *The Front Lines*; providing the competitive industry with news, commentary and insight regarding regulatory and legal developments.

Mr. Marashlian is licensed to practice in the state of Maryland, has been an active member of the Federal Communications Bar Association since 1997, and regularly practices before the FCC and state utility and regulatory commissions throughout the United States.

Buyers United, through the efforts of its current management and attorneys, is committed to ensuring that the company operates in full compliance with the Rules and Regulations established by the Commission, now and in the future.

Attachment 1



Telecommunications & Technology Regulatory Practice

REGULATORY REPORTING & COMPLIANCE

The Helein Law Group ("HLG") provides nationwide regulatory reporting support to meet all federal & state regulatory reporting obligations. The Federal Communications Commission ("FCC"), state utility commissions and other state agencies require regulated telecommunications companies to file a vast number and variety of reports. Many of these reports are required annually, semi-annually and even monthly. Failure to pay attention to these reporting requirements can lead to fines, forced customer refunds and even revocation of your operating authority. Whether you need someone to prepare and file all your reports or simply need information to stay abreast of reporting requirements, HLG will help your company remain in compliance with these myriad of complex and often burdensome requirements.

One way HLG keeps its clients informed is through its newsletter. <u>The FRONT LINES</u> (www.thefrontlines-hlg.com), provides clients with valuable information, news, and updates regarding selected regulatory and legal developments primarily impacting companies engaged in the competitive telecommunications industry.

LEGAL & REGULATORY REPRESENTATION

A truly unique quality possessed by HLG that sets its services apart are its dedicated attorneys and years of experience practicing before the FCC and state utility commissions across the nation. The close ties and relationships HLG's attorneys have with staff at all levels of the regulatory ladder are invaluable tools that are utilized to the benefit of our clients.

Where administrative action has been insufficient to satisfy the clients' needs, however, the firm has the unique ability to litigate in court and before regulatory agencies through its Litigation Practice Group. When such action is necessary, HLG brings its full range of business law services, including intellectual property, corporate, and employment law expertise.

REGULATORY CERTIFICATION

HLG's dedicated attorneys and staff have the unparalleled knowledge, experience, and resources needed to make state and federal certification easier for all telecommunications service providers.

The result of years of developing and nurturing close contacts with key members of state public utility commission staff, one of HLG's specialties is the ability to offer the firm's clients the opportunity to rapidly and cost-effectively obtain the required certificates of authority and to make the peripheral filings necessary to pursue whatever telecommunications enterprise they desire, from resold or facilities-based long distance and/or competitive local exchange to pre-paid, debit, and dial-around calling services and more. HLG has:

- Over 20 years of experience preparing and filing registrations and applications for certificates of authority, as well as tariffs, in every jurisdiction requiring such filings for all telecommunications service providers
- A respected relationship with federal and state utility commission staffs nationwide
- ◆ A complete library of state and federal rules & regulations, along with sample applications and tariffs to meet virtually any client's needs

STRATEGIC REGULATORY CONSULTING & PLANNING

With the industry transitioning away from circuit switched networks and towards Internet Protocol, HLG has been asked to consult on the legal and regulatory implications associated with proposed business strategies and service rollouts, including identification of potential regulatory pitfalls, assistance in service design to ensure regulatory compliance, and projection of associated regulatory costs with an eye toward cost mitigation.

TARIFF PREPARATION & MAINTENANCE

Tariffs are the contracts between providers of most telecommunications services and their customers and are an integral and necessary part of doing business as a telecommunications company.

Most states require telecommunications companies to file and dutifully maintain tariffs. And, although the FCC officially detariffed the domestic interstate long distance and international marketplaces, it still requires regulated carriers to post their tariffed rates on company websites.

HLG's tariff experts will:

- ◆ Develop initial tariffs for each new jurisdiction your company seeks to operate in
- Maintain your company's tariffs to ensure they accurately reflect the services and rates offered
- Ensure your company's tariffs reflect the current rules and regulations

TARIFFLINK

HLG helps clients operate in the detariffed environment through its proprietary service, <u>TariffLink</u> (<u>www.tarifflink.com</u>), a full-service, web-based tariffing system designed to meet FCC detariffing requirements while providing a cost-effective marketing and product management tool. <u>TariffLink</u> offers our clients the unique ability to operate with confidence in the otherwise uncertain and unknown post-FCC detariffing legal and regulatory environment and can be the one-stop provider of any and all of your company's web-tariffing needs

OTHER SERVICES

Commercial Law & Contracts

HLG is experienced with all commercial law aspects of the telecommunications industry and frequently performs contract reviews and analysis, carrier-carrier, supplier-carrier, and customer-carrier contract negotiations and more.

Compliance Audits & Training

HLG analyzes client operations to determine potential compliance deficiencies and weaknesses. Through a compliance audit, HLG can develop a targeted compliance plan to ensure that its clients' operations remain in full regulatory compliance.

HLG designs and implements targeted in-house regulatory training programs to ensure that employees understand the regulatory process and regulatory implications of what they do and how they contribute to company compliance efforts.

Research

HLG performs detailed regulatory research tailored to clients' current and future operational requirements. From regulatory overviews to issue-specific matters, HLG research provides clients with the in-depth regulatory tools needed to do business.

Merger and Acquisition Authority & Customer Base Transfers

HLG prepares requisite applications and supporting documentation necessary to obtain regulatory merger and acquisition authority.

HLG literally "wrote the rules" on carrier-to-carrier customer base transfers.

Professional Opinions

HLG reviews corporate regulatory compliance and prepares related professional opinions for use by counsel in formulating legal opinions.

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Tel; 703.714.1300 Fax: 703.714.1330

E-mail: mail@thlglaw.com

Website: www.thlglaw.com

ATTACHMENT 2



Paul E. Patton, Governor

Janie A. Miller, Secretary Public Protection and Regulation Cabinet

Thomas M. Dorman Executive Director Public Service Commission COMMONWEALTH OF KENTUCKY PUBLIC SERVICE COMMISSION

211 SOWER BOULEVARD POST OFFICE BOX 615 FRANKFORT, KENTUCKY 40602-0615 www.psc.state.ky.us (502) 564-3940 Fax (502) 564-3460 Martin J. Huelsmann Chairman

> Gary W. Gillis Vice Chairman

Robert E. Spurlin Commissioner

May 2, 2003

Jonathan S. Marashlian The Helein Law Group, P.C. 8180 Greensboro Drive Suite 700 McLean, VA 22102

RE:

Filing No. **T64-0348**

Buyers United, Inc. d/b/a buyersonline d/b/a United Carrier Networks Rates, Rules and Regulations to operate as a long distance reseller

Dear Mr. Marashlian:

The above referenced filing has been received and reviewed. However, in order to receive Commission approval, the following revision(s) must be made:

(1) Tariff must include a sample bill or a detailed description of the billing format. The sample bill or the bill format description must also include the utility's toll free number. Please add.

If you should have any questions about the requested revision(s), please do not hesitate to contact us. Otherwise, please send 2 copies of the updated page(s), referencing the above-mentioned filing number, to the attention of Renee Curry Smith, Tariff Review Branch, by May 15, 2003.

Sincerely.

Dennis Brent Kirtle

Tariff Review Branch Manager



ATTACHMENT 3

EXHBIT 1

the office of this Division and hereby issue

.... 00/ 40/ 80

KORLA T. WOODS Division Director

ARTICLES OF INCORPORATION

OF

LINGUISTIX, INC.

RECEIVED

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DEVISION OF CONFUNATIONS STATE OF UTAH

I, the undersigned, natural person of the age of eighteen years or more, acting as Incorporator of a corporation organized under the Utah Revised Business Corporations Act, 1992, Utah Code §16-10a-102 et seq. (hereinafter called "the Act"), hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation (hereinafter called "the Corporation"), is Linguistix, Inc.

ARTICLE II

PURPOSES AND POWERS

- 2.1 Purpose. The purpose for which the corporation is formed, and powers granted to the Corporation are as follows:
 - The corporation is organized to develop, market and sell English as second (a) language courses throughout the world and to engage in oil and gas drilling exploration within the United States and elsewhere. To buy and sell oil and gas leases.
 - The foregoing clauses shall be construed as powers as well as objects and purposes; and the matters expressed in each clause shall, unless therein otherwise expressly provided, be in no way limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers, and enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, though it be of a like nature. Further, the Corporation, through its Board of Directors, may enter into any other or additional business or enterprise in this or in any other jurisdiction where such business or enterprise is permitted by the laws of such jurisdiction. The corporation shall be authorized to buy, sell, hold, manage, improve, lease, mortgage or otherwise deal in commercial and domestic real estate.

ARTICLE III

AUTHORIZED SHARES

- 3.1 The total number of shares which the corporation is authorized to issue shall be 20,000,000 shares of no par value common stock.
- 3.2 Class A stock shall be entitled to dividends declared by the Corporation. Said dividends may only be declared as follows:
 - (a) In its own shares out of any treasury shares which have been reacquired out of surplus of the Corporation;
 - (b) In its own authorized but unissued shares out of any unreserved and unrestricted surplus of the Corporation under the following conditions:
 - (i) Payable in its own shares; such shares shall be issued at such stated value as shall be fixed by the Board of Directors by resolution adopted at the time such dividend is declared and there shall be transferred to stated capital at the time such dividend is paid, an amount of surplus equal to the aggregate stated value so fixed in respect to such shares and the amount per share so transferred to stated capital shall be disclosed to the shareholders receiving such dividend concurrently with payment thereof.
- 3.3 Other classes and series of shares dividends and voting rights shall be determined by the Board of Directors by authority of the Bylaws of the Corporation.
- 3.4 The stock of this Corporation shall be nonassessable; the shareholders shall not be liable for the debts of the Corporation except only and to the extent of any unpaid subscriptions for shares that may be outstanding at any time the Corporation is dissolved, merged or said subscription rights are called, as set forth in the Act.

ARTICLE IV

VOTING OF SHARES

Each outstanding share of the Class A stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. Voting rights of other series and classes of shares will be determined by the Board of Directors. Each shareholder entitled to vote shall vote in person or by proxy executed in writing by such shareholder or by the shareholder's duly authorized attorney-in-fact. At each election of Directors, every shareholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares owned for as many persons as there are Directors to be elected and for whose election the shareholder has a right to vote, and the shareholders shall not have the right to accumulate votes with regard to such election.

ARTICLE V

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

- 5.1 <u>Meetings of Shareholders</u>. All meetings of the shareholders of the Corporation shall be held at such place either within or without the State of Utah as may be provided in the By-laws of the Corporation.
- 5.2 <u>Quorum of Shareholders</u>. Unless otherwise provided for in the Act or applicable law, a majority of the shares of Class A stock of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum in any meeting of the shareholders of the Corporation.
- 5.3 <u>Designation of Committees by the Board of Directors</u>. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate committee or committees to the extent provided in such resolution or resolutions and such committee shall have and may exercise all the authority therein provided but the designation of such committee or committees and the delegation thereto of such authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law.
- 5.4 By-laws of the Corporation. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. Thereafter, unless otherwise provided in the Act, By-laws of the Corporation may be adopted, amended or repealed either by the shareholders or by the Board of Directors, except that (a) no by-law adopted by shareholders and (b) no by-law shall be adopted by the Directors, which shall require more than a majority of the voting shares for a quorum at a meeting of the shareholders of the Corporation or more than a majority of the votes cast to constitute action by the shareholders except where higher percentages are required by law. The By-laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act or applicable law and these Articles of Incorporation.
- 5.5 Working Capital. The Board of Directors of the Corporation shall have the power from time to time to fix and determine and to vary the amount which is to be reserved by the Corporation as working capital and before the payment of any dividends or the making of any distribution of profits it may set aside out of net profits or earned surplus of the Corporation, such sum or sums, as it may from time to time in its absolute discretion determine to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends or the repairing or maintaining of any property of the Corporation or for an addition to stated capital surplus or earned surplus or for any corporate purpose for which the Board of Directors shall deem to be in the best interest of the Corporation, subject only to such reasonable limitations as the By-laws of the Corporation may from time to time impose.
- 5.6 Qualification of Directors. The Directors of this Corporation need not be shareholders of the Corporation.
- 5.7 <u>Number of Directors</u>. The exact number of Directors may from time to time be specified by the By-laws. However, at no time may less than one (1) Director per shareholder up to three (3) shareholders nor more than five (5) persons be members of the Board of Directors and when By-laws do not specify the exact number of Directors, the number of Directors shall be three (3).

- Corporation for any loss or damage suffered by it on account of any action or act omitted to be taken by a director or officer of the Corporation in good faith if such person (a) exercised or used the same degree of care and skill as would a prudent person would have exercised or used under the same or similar circumstances in the conduct of personal affairs or, (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by Officers or employees of the Corporation which he had reasonable grounds to believe or upon a financial statement of the Corporation prepared by an accountant, officer of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants.
- Contracts with Interested Directors Disclosure and Voting. A director of the 5.9 Corporation shall not in the absence of fraud be disqualified by office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor in the absence of fraud shall, insofar as permitted by the Act or any other applicable statute, any transaction or contract of the Corporation be void or voidable or affected by reason of the fact that any director or any firm of which a director is a member or any corporation of which a director is an officer, director or shareholder is in any way interested in such transaction or contract provided that at the meeting of the Board of Directors or of a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such Directors, firm or Corporation is disclosed or made known and there shall be present a quorum of the Board of Directors or of the Directors constituting such committee, and such contract or transaction shall be approved by a majority of such quorum which majority shall consist of Directors not so interested or connected. Nor shall any director be liable to account to the Corporation for any profit realized by such director from or through any transaction or contract of the Corporation, ratified or approved as herein provided, by reason of the fact that such director or any firm of which such director is a member or any corporation of which such director is a shareholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of a quorum.
- 5.10 Ratification of Acts of Directors. The Directors may submit any contract or transaction for approval at any annual meeting of the shareholders or at any special meeting of the shareholders called for in that purpose; and any contract or transaction so approved by a majority vote of a quorum of the shareholders at such meeting shall be binding upon the Corporation and all of its shareholders, whether or not the contract or transaction would otherwise be subject to attack because of the interest of any of the Directors of the Corporation for any other reason.
- 5.11 <u>Conduct of Management</u>. The Corporation may in its By-laws, make any other provision or requirement for the management or conduct of the business of the Corporation, provided that the same is not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Utah or of the United States.
- 5.12 <u>Issuance of Shares</u>. The Corporation may issue and sell its authorized shares and such consideration as may from time to time be fixed by the Board of Directors, in their discretion, and sell and dispose of any stocks for such consideration permitted by law, as the Board of Directors may from time to time determine without obtaining the authority, consent or vote of the shareholders of the Corporation or any class of authorized shares.

- 5.13 Amendments to These Articles of Incorporation. The Corporation reserves the right to amend, alter or repeal or add any provisions to these Articles of Incorporation in any manner now or hereafter prescribed by the Act and any amendment thereto or by the provisions of any other applicable law and all rights conferred upon the shareholders of the Corporation by these Articles of Incorporation and any amendments hereto are granted subject only to this reservation.
- 5.14 Reliance upon Others, Books and Records. A director shall be fully protected in relying in good faith upon the books or account of the Corporation or statements prepared by any of its officials as to the value and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.
- 5.15 <u>Books and Records</u>. The Corporation shall keep complete and correct books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business or at the office of its transfer agent or registrar, a record of its share-holders, giving the names and addresses of all shareholders and the number of shares of the Corporation held by each. No shareholder shall have the right to inspect any such books and records except as conferred by the Act or other applicable law unless authorized to do so by a resolution or resolutions of the shareholders or of the Board of Directors.
- Indemnification. Every director, officer or employer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon and in connection with any proceeding to which the director, officer or employer may be a party, or in which he may become involved by reason of being or having been an officer or director, employee or agent of the Corporation or any settlement thereof, regardless of whether a director, officer, agent or employee at the time such expenses are incurred, except in such cases wherein the director, officer, agent or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of any duty; provided, however, in event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, agent or employee may be entitled. To the fullest extent permitted by the Utah Revised Business Corporations Act or any other applicable laws now in effect or as it may hereafter be amended, no director of the company shall be personally liable to the company or its shareholders for monetary damages for any action taken or any failure to take any action as a director.

ARTICLE VI

INITIAL REGISTERED OFFICE AND THE INITIAL REGISTERED AGENT

- 6.1 Registered Office. The address of the initial registered office of the Corporation is 525 East 100 South, Suite 500, Salt Lake City, Utah 84102.
- 6.2 <u>Registered Agent</u>. The name of the initial registered agent of the Corporation at such address is Bruce G. Cohne.

ARTICLE VII

DIRECTORS

7.1 <u>Initial Board of Directors</u>. The initial Board of Directors shall consist of 3 members, those names and addresses are as follows:

Richard C. Albright

68 South Main Street, #704

Salt Lake City, Utah

Lee A. Ericksen

68 South Main Street, #704

Salt Lake City, Utah

Jerald Holyoak

68 South Main Street, #704

Salt Lake City, Utah

ARTICLE VIII

INCORPORATOR

The names and addresses of the Incorporator is as follows:

Twin Creek Exploration Co., Inc.

68 South Main Street, #704

Salt Lake City, Utah

SIGNATURES OF INCORPORATORS AND REGISTERED AGENT, who each state that this document is signed under penalty of perjury, and the facts stated therein are true and correct.

August 23, 1994

TWIN CREEK EXPLORATION CO..INC.

By: Richard C. Albright

Its: Chief Executive Officer

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the corporation above-named, and confirms that the undersigned meets the requirements of §16-10a-501 of the Utah Revised Business Corporations Act.

Ougust 23, 1994

Registered Agent

EXHBIT 2

CO16A832

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I Hereby certify that the foregoing has been filed, and approved on the lady of fit is 1 is the office of this Division and heteby issue this Cartificate thereof.

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

LINGUISTIX, INC.

KORLA T. WOODS
Division Director

ARTICLE I. In accordance with sections 16-10a-1003 and 16-10a-1006 of the Utah Revised Business Corporation Act. Linguistix, Inc. ("Corporation"), does hereby adopt the following amendment (the "Amendment"), to its Articles of Incorporation:

(a) The articles of incorporation are hereby amended by deleting all of Article I and inserting the following in lieu thereof:

ARTICLE I

The name of the Corporation (hereinafter called the "Corporation"), is Buyers United International, Inc.

ARTICLE II. The foregoing Amendment was adopted by the board of directors and shareholders of the Corporation. The Amendment was adopted by written consent of the board of directors dated September 11, 1997, and written consent of the Stockholders effective October 20, 1997, in accordance with sections 16-10a-821 and 16-10a-704, respectively, of the Utah Revised Business Corporation Act. The only class of stock of the Corporation outstanding and entitled to vote on the Amendment is the common stock, no par value. There are 100,000,000 shares of common stock authorized, of which 15,131,913 shares are issued and outstanding. The total number of votes cast in favor of the Amendment by common stock holders was 7,792,800, which is sufficient to approve the Amendment.

IN WITNESS WHEREOF, these Articles of Amendment are executed for and on behalf of the Corporation as its act and deed by the undersigned officer hereunto duly authorized, who certifies that the facts herein stated are true this 3rd day of November, 1997.

Linguistix, Inc.

Rod Smith President

7322020071

EXHBIT 3

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 03/15/1999 991099477 - 3016691

CERTIFICATE OF INCORPORATION OF BUL, INC.

ARTICLE I NAME

The name of the Corporation is BUI, inc.

ARTICLE II REGISTERED OFFICE AND AGENT FOR SERVICE

The address of the Corporation's registered office in the State of Delaware is in the county of New Castle, at 1013 Centre Road, Wilmington, Delaware 10805. The name of its registered again at such address is Corporation Service Company.

ARTICLE III CORPORATE PURPOSES

The purpose of the Conperation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV CAPITAL STOCK

Shares, Classes and Series Anthorized.

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 25,000,000 abuves. Stockholders shall not have any precupitve rights, nor shall stockholders have the right to committive voting in the election of directors or for any other purpose. The classes and the aggregate number of shares of stock of each class that the Corporation shall have authority to issue are as follows:

- (8) 20,000,000 zhares of Common Stock, \$0.0001 per value ("Common Stock").
- (b) 5,000,000 shares of Professed Stock, \$0.0001 per value ("Prefessed Stock").
- Powers and Rights of the Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series, with such distinctive scrial designations as may be stated or expressed in the resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors, and in such resolution or resolutions providing for the issuance of shares of each particular series, the Board of Directors is also expressly authorized to fix: the right to vote, if any; the consideration

for which the shares of such series are to be issued; the number of shares constituting such series, which number may be increased (except as otherwise fixed by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors; the rate of dividends upon which and the times at which dividends on shares of such series shall be payable and the profesence, if any, which such dividends shall have relative to dividends on shares of any other class or classes or any other scrict of stock of the Corporation; whether such dividends thall be completive or noncemulative, and if commissive, the date or dates from which dividends on shares of such socies shall be cumulative; the rights, if any, which the holders of shares of such series shall have in the event of any voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding up of the affairs of the Corporation; the rights, if any, which the holders of shares of such series shall have to convert such shares into or exchange such shares for shares of any other class or classes or any other series of stock of the Corporation or for any debt securities of the Corporation and the terms and conditions, including price and rate of exchange, of such conversion or exchange; whether shares of such series shall be subject to redemption, and the redemption price or prices and other teams of redemption, if any, for theres of such series including, without limitation, a redemption price or prices psyable in shares of Common Stock; the torus and amounts of any sinking fund for the purchase or redemption of shares of such series; and any end all other designations, preferences, and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof pertaining to shares of such series permitted by law.

Issumes of the Common Stock and the Preferred Stock.

The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Prefaced Stock herein authorized in accordance with the terms and conditions set furth in this Cartificate of Incorporation for such purposes, in such amounts, to such parsons, corporations or emities, for such consideration, and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assessment to pay the debts of the Corporation.

ARTICLE V BOARD OF DIRECTORS

The governing board of the Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the Hylaws of the Corporation, provided that the number of directors may not be less than one nor more than fifteen. Effective upon filing of this Cartificate, the members of the board of directors, consisting of three persons, shall be as follows:

Rod Smith

66 E. Wadswurth Park Dr., Suite 101 Draper, Utah 84020 C. Douglas Smith

66 E. Wadsworth Park Dr., Suite 101

Draper, Utah 84020

Daniel R. Ainge

66 E. Wadsworth Park Dr., Suite 101

Draper, Utah 84020

ARTICLE VI POWERS OF BOARD OF DIRECTORS

The property and business of the Corporation shall be controlled and managed by or under the direction of its Board of Directors. In furtherance, and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

- 1. To make, alter, amend or repeal the Bylaws of the Corporation; provided, that no adoption, amendment, or repeal of the Bylaws shall invalidate any act of the board of directors that would have been valid prior to such adoption, amendment, or repeal;
- 2. To determine the rights, powers, duties, rules and procedures that affect the power of the board of directors to manage and direct the property, business, and affairs of the Corporation, including the power to designate and empower committees of the board of directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for board meetings, as well as the manner of taking board action; and
- 3. To exercise all such powers and do all such acts as may be exercised by the Corporation, subject to the provisions of the laws of the State of Delaware, this Certificate of Incorporation, and the Bylaws of the Corporation.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VIII LIMITATION ON PERSONAL LIABILITY FOR DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation

shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX CERTIFICATE SUBJECT TO AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute or by the Certificate of Incorporation, and except as otherwise provided by this Certificate of Incorporation, all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X INCORPORATOR

The sole incorporator of the Corporation is:

Rod Smith

66 E. Wadsworth Park Dr., Suite 101 Draper, Utah 84020

IN WITNESS WHEREOF, the undersigned, acting as the sole incorporator of the Corporation, signs this Certificate of Incorporation as his act and deed this the day of March, 1999.

Rod Smith

State of Delaware Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFY ATE OF COOLDINATION OF "BUI, INC.", FILED
IN THIS OFFICE ON THE FITTERNES DAY OF LAPIN A. 1999, AT 9
O'CLOCK A...

A FILED COPY OF THIS CERTIFICATE HAS BEEN LORS APEN TO THE
NEW CAPTLE COUNTY PRESCRIPTORY
AND PRICEPEUT.



Edward J. Freel, Secretary of State

AUTHENTICATION:

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:TAC

03-16-99

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EXHBIT 4

910940+133

Etate of Utah

Bepartment of Commerce

Division of Corporations and Commercial Code

I Hereby certify that the foregoing has been filed and approved on the 19 day of 0113 44 in the office of this Division and hereby issue this Certificate thereof.

RECEIVED
APR 19 1999

ARTICLES OF MERGER

OF

STAN DIV. OF CORP. THE COMM. CODE

CO16483



Examined

BUYERS UNITED INTERNATIONAL, INC. (A Utah Corporation)

ORBINA R HIFTO

MISION CHAPTON

MISION CHAPTON

BUI, INC. (A Delaware Corporation)

THESE ARTICLES OF MERGER are made by and between BUI, Inc., a Delaware corporation ("BUI"), governed by the General Corporation law of the state of Delaware, and Buyers United International, Inc., a Utah corporation ("Buyers United"), governed by the Utah Revised Business Corporation Act.

ARTICLE I. PLAN OF MERGER

Pursuant to these Articles of Merger, Buyers United is hereby merged into BUI, and BUI will be the surviving corporation. The terms and conditions of the merger are set forth in the Plan of Merger between BUI and Buyers United dated March 15, 1999 ("Plan of Merger"), a copy of which is attached hereto as Appendix A and incorporated herein by this reference.

ARTICLE II. DIRECTOR APPROVAL

The Plan of Merger has been duly adopted and approved by the Boards of Directors of BUI and Buyers United in accordance with the laws of the states of Delaware and Utah.

ARTICLE III. STOCKHOLDER APPROVAL

BUI has authorized 20,000,000 shares of Common Stock, \$0.0001 par value and 5,000,000 shares of Preferred Stock, \$0.0001 par value, of which no shares are issued and outstanding and entitled to vote on the merger. No stockholder approval of the Plan of Merger is required under the General Corporation Law of the state of Delaware.

Buyers United has authorized 100,000,000 shares of Common Stock, no par value (the "Buyers United Common Stock") of which 12,052,512 shares are issued and outstanding. Of the issued and outstanding Buyers United Common Stock, 6,033,874 shares were voted for approval of the Plan of Merger by written consent and no shares were voted against approval of the Plan of Merger. The number of votes cast for approval of the Plan of Merger by each voting group of the capital stock of Buyers United was sufficient for approval by the owners of each such voting group.

IN WITNESS WHEREOF, BUI, Inc., and Buyers United International, Inc., acting through their respective presidents have executed these Articles of Merger as of the 9th day of April, 1999.

BUI, Inc.

Rod Smith, President

Buyers United International, Inc.

Rod Smith, President

as provided herein and shall be so registered on the books and records of BUI or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to BUI or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of BUI evidenced by such outstanding certificate as provided above.

- Options and Warrants. On the Effective Date: (a) BUI will assume and 1.5 continue the Long-Term Stock Incentive Plan of the Company and any successor plan or plans, and the number of shares of BUI Common Stock subject to the existing stock plan assumed by BUI shall be 600,000 shares; (b) the outstanding and unexercised portions of all options to buy Company Common Stock shall become options for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the options to buy Company Common Stock, the exercise price for such options to buy BUI Common Stock shall be 400% of the exercise price under the options to buy Company Common Stock, there will be no other changes in the terms and conditions of such options, and BUI shall assume the outstanding and unexercised portions of such options and the obligations of the Company with respect thereto as modified hereby; and (c) the outstanding and unexercised portions of all warrants to buy Company Common Stock shall become warrants for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the warrants to buy Company Common Stock, the exercise price for such warrants to buy BUI Common Stock shall be 400% of the exercise price under the warrants to buy Company Common Stock, there will be no other changes in the terms and conditions of such warrants, and BUI shall assume the outstanding and unexercised portions of such warrants and the obligations of the Company with respect thereto as modified hereby.
- 1.6 Fractional Shares. BUI shall not issue any fractional shares or interests in the BUI Common Stock or options or warrants to purchase factional shares of BUI Common Stock. If any stockholder, option holder, or warrant holder of the Company would otherwise be entitled to a fractional share or the right to buy a fractional share as a result of the provisions of this Merger Agreement, BUI shall round the number of shares of the BUI Common Stock to be issued or subject to the option or warrant up to the nearest whole share.
- 1.7 Acts, Plans, Policies, Agreements, Etc. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of the Company, its stockholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of BUI and shall be as effective and binding thereon as the same were with respect to the Company.

2. Charter Documents, Directors and Officers

2.1 Certificate of Incorporation and By-Laws. The Certificate of Incorporation and Bylaws of BUI as in effect immediately prior to the Effective Date shall remain the Certificate of Incorporation and Bylaws of BUI after the Effective Date.

2.2 Directors and Officers. On the Effective Date, the Board of Directors of BUI will consist of the members of the Board of Directors of the Company immediately prior to the Merger. The directors will continue to hold office as directors of BUI for the same term for which they would otherwise serve as directors of the Company. The individuals serving as executive officers of the Company immediately prior to the Merger will serve as executive officers of BUI upon the effectiveness of the Merger.

3. Miscellaneous

- 3.1 Further Assurances. From time to time, and when required by BUI or by its successors and assigns, there shall be executed and delivered on behalf of the Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in BUI the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Company and otherwise to carry out the purposes of this Merger Agreement, and the directors and officers of the Company are fully authorized in the name and on behalf of the Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.
- 3.2 Amendment. At any time before or after approval by the stockholders of the Company, this Merger Agreement may be amended in any manner (except that any of the principal terms may not be amended without the approval of the stockholders of the Company) as may be determined in the judgment of the respective Boards of Directors of the Company and BUI to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.
- 3.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of the Company, notwithstanding the approval of this Merger Agreement by the stockholders of the Company, or the consummation of the merger may be deferred for a reasonable period if, in the opinion of the Board of Directors of the Company, such action would be in the best interests of the Constituent Corporations.
- 3.4 Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, this agreement has been signed as of the date first-above written for and on behalf of the corporate parties hereto by the undersigned thereunto duly authorized.

ATTEST

Secretary

Buyers United International, Inc.

(a Utah corporation)

Rod Smith, President

BUI, Inc.

(a Delaware corporation)

Bv

Rod Smith, President

SECRETARY'S CERTIFICATE

The undersigned, Paul Jarman, hereby certify: (1) that I am the duly elected and qualified secretary of BUI, Inc., a Delaware corporation ("BUI"), and the keeper of the records of BUI; (2) that the foregoing Agreement and Plan of Merger was adopted by the Board of Directors of BUI pursuant to Section 251(f) of the General Corporation Law of the State of Delaware; and (3) that no shares of the capital stock of BUI were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

Paul Jarman, Secretary

4

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), is made as of March 15, 1999, by and between Buyers United International, Inc., a Utah corporation (the "Company"), and BUI, Inc., a Delaware corporation ("BUI"). BUI is hereinafter sometimes referred to as the "Surviving Corporation," and together with the Company are referred to as the "Constituent Corporations". The Constituent Corporations have a common address at 66 E. Wadsworth Park Dr., Suite 101, Draper, Utah 84020.

The authorized capital stock of the Company consists of 100,000,000 shares of Common Stock, no par value ("Company Common Stock"), and the authorized capital stock of BUI consists of 20,000,000 shares of Common Stock, \$0.0001 par value (the "BUI Common Stock"), and 5,000,000 shares of Preferred Stock, \$0.0001 par value (the "BUI Preferred Stock"). The directors of the Constituent Corporations deem it advisable and to the advantage of said corporations that the Company merge into BUI upon the terms and conditions provided herein.

NOW, THEREFORE, the parties hereby adopt the plan of reorganization encompassed by this Merger Agreement and hereby agree that the Company shall merge into BUI on the following terms, conditions and other provisions:

1. Terms and Conditions.

- 1.1 Merger. The Company shall be merged with and into BUI, which shall be the surviving corporation effective at the earlier of the date when this Merger Agreement is filed as part of the required Articles of Merger with the Division of Corporations and Commercial Code of the State of Utah or the date when a Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware (the "Effective Date").
- 1.2 Succession. On the Effective Date, BUI shall succeed to all of the rights, privileges, powers, immunities and franchises and all the property, real, personal and mixed of the Company, without the necessity for any separate transfer. BUI shall thereafter be responsible and liable for all liabilities and obligations of the Company, and the merger shall impair neither the rights of creditors nor any liens on the property of the Company.
- 1.3 Common Stock and Preferred Stock of the Company and BUI. Upon the Effective Date, by virtue of the merger and without any further action on the part of the Constituent Corporations or their stockholders, each four shares of Company Common Stock issued and outstanding immediately prior to the Effective Date shall be changed and converted into and become one fully paid and nonassessable share of BUI Common Stock;
- 1.4 Stock Certificates. On and after the Effective Date, all of the outstanding certificates that prior to that time represented shares of Company Common Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of BUI Common Stock into which the shares of the Company represented by such certificates have been converted

as provided herein and shall be so registered on the books and records of BUI or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to BUI or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of BUI evidenced by such outstanding certificate as provided above.

- 1.5 Options and Warrants. On the Effective Date: (a) BUI will assume and continue the Long-Term Stock Incentive Plan of the Company and any successor plan or plans, and the number of shares of BUI Common Stock subject to the existing stock plan assumed by BUI shall be 600,000 shares; (b) the outstanding and unexercised portions of all options to buy Company Common Stock shall become options for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the options to buy Company Common Stock, the exercise price for such options to buy BUI Common Stock shall be 400% of the exercise price under the options to buy Company Common Stock, there will be no other changes in the terms and conditions of such options, and BUI shall assume the outstanding and unexercised portions of such options and the obligations of the Company with respect thereto as modified hereby; and (c) the outstanding and unexercised portions of all warrants to buy Company Common Stock shall become warrants for that number of shares of BUI Common Stock equal to 25% of the number of shares purchasable under the warrants to buy Company Common Stock, the exercise price for such warrants to buy BUI Common Stock shall be 400% of the exercise price under the warrants to buy Company Common Stock, there will be no other changes in the terms and conditions of such warrants, and BUI shall assume the outstanding and unexercised portions of such warrants and the obligations of the Company with respect thereto as modified hereby.
- 1.6 Fractional Shares. BUI shall not issue any fractional shares or interests in the BUI Common Stock or options or warrants to purchase factional shares of BUI Common Stock. If any stockholder, option holder, or warrant holder of the Company would otherwise be entitled to a fractional share or the right to buy a fractional share as a result of the provisions of this Merger Agreement, BUI shall round the number of shares of the BUI Common Stock to be issued or subject to the option or warrant up to the nearest whole share.
- 1.7 Acts, Plans, Policies, Agreements, Etc. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of the Company, its stockholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of BUI and shall be as effective and binding thereon as the same were with respect to the Company.

2. Charter Documents, Directors and Officers

2.1 Certificate of Incorporation and By-Laws. The Certificate of Incorporation and Bylaws of BUI as in effect immediately prior to the Effective Date shall remain the Certificate of Incorporation and Bylaws of BUI after the Effective Date.

2.2 Directors and Officers. On the Effective Date, the Board of Directors of BUI will consist of the members of the Board of Directors of the Company immediately prior to the Merger. The directors will continue to hold office as directors of BUI for the same term for which they would otherwise serve as directors of the Company. The individuals serving as executive officers of the Company immediately prior to the Merger will serve as executive officers of BUI upon the effectiveness of the Merger.

3. Miscellaneous

- 3.1 Further Assurances. From time to time, and when required by BUI or by its successors and assigns, there shall be executed and delivered on behalf of the Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in BUI the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Company and otherwise to carry out the purposes of this Merger Agreement, and the directors and officers of the Company are fully authorized in the name and on behalf of the Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.
- 3.2 Amendment. At any time before or after approval by the stockholders of the Company, this Merger Agreement may be amended in any manner (except that any of the principal terms may not be amended without the approval of the stockholders of the Company) as may be determined in the judgment of the respective Boards of Directors of the Company and BUI to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.
- 3.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of the Company, notwithstanding the approval of this Merger Agreement by the stockholders of the Company, or the consummation of the merger may be deferred for a reasonable period if, in the opinion of the Board of Directors of the Company, such action would be in the best interests of the Constituent Corporations.
- 3.4 Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, this agreement has been signed as of the date first-above written for and on behalf of the corporate parties hereto by the undersigned thereunto duly authorized.

ATTEST

By__

Secretary

Buyers United International, Inc.

(a Utah corporation)

Rod Smith, President

BUI, Inc.

(a Delaware corporation)

By Dy

SECRETARY'S CERTIFICATE

The undersigned, Paul Jarman, hereby certify: (1) that I am the duly elected and qualified secretary of BUI, Inc., a Delaware corporation ("BUI"), and the keeper of the records of BUI; (2) that the foregoing Agreement and Plan of Merger was adopted by the Board of Directors of BUI pursuant to Section 251(f) of the General Corporation Law of the State of Delaware; and (3) that no shares of the capital stock of BUI were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

Paul Jarman, Secretary

4

STATE OF DELANARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AN 04/13/1999 991145573 - 3016691

CERTIFICATE OF MERGER

BUYERS UNITED INTERNATIONAL, INC. (A Utal Corporation) INTO

BUL, INC. (A Delaware Corporation) Under Section 252 of the Delaware General Corporation Law

The undersigned, an officer of BUI, INC., a Delaware corporation and the surviving. corporation, does hereby certify that:

FIRST:

The constituent corporations of the merger (the "Merger"), are BUL INC. Delaware corporation ("BUI"), and BUYERS UNITED INTERNATIONAL, INC.,

a Utah corporation ("Buyers United").

SECOND:

BUI and Buyers United have each approved, adopted, certified, executed, and acknowledged a plan of merger (the "Plan of Merger"), with respect to the Merger

in accordance with Section 252 of the General Corporation Law.

THIRD:

The surviving corporation of the Merger will be BUI, and its name will be BUI,

INC.

FOURTH:

The certificate of incorporation of BUI as the surviving corporation shall be its

certificate of incorporation as currently in effice.

FIFTH:

The executed Plan of Merger is on file at the principal place of business of BUL

located at 66 R. Wadsworth Park Dr., Suite 101, Draper, Utah 84020.

SIXTH:

Any stockholder of either BUI or Buyers United will be firmished with a copy of the

Plan of Merger without cost upon request to BUI.

SEVENTH: The authorized capital stock of Buyers United is 100,000,000 shares of Common

IN WITNESS. WHEREOF, the undersigned have executed this Certificate of Merger as of the 9th day of April, 1999, and affirms the contents hereof are true under the penalties of penjury.

Attest

BUT, INC

State of Delaware Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER; WHICH MERGES:

WITH AND INTO, "BUI, INC." UNDER THE NAME OF "BUI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND EILED IN THIS OFFICE, THE THIRTEENTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS

Edward J. Freel, Secretary of Sta

3016691 8100M

991145573

AUTHENTICATION:

9685978

DATE:

04-14-99

EXHBIT 5

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 04/19/2000 001201588 - 3016691

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF BUI, INC.

(Changing its name to "BuyersOnline.com, Inc.")

BUI, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted by resolutions approved by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

Amendment. The Certificate of Incorporation of the corporation is amended by striking Article I in its entirety and replacing therefor:

ARTICLE 1 NAME

The name of the Corporation is BuyersOnline.com, Inc.

IN WITNESS WHEREOF, BUL, Inc. has caused this Certificate to be signed by its duly authorized officer this 30th day of March, 2000.

BUI, Inc.

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BUI, INC.", CHANGING ITS NAME FROM "BUI, INC." TO "BUYERSONLINE.COM, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Edward J. Freel, Secretary of State

0393442

AUTHENTICATION:

04-20-00

3016691 8100

001201588

EXHBIT 6

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 11/01/2001 010549267 - 3016691

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF BUYERSONLINE.COM. INC.

BuyersOnline.com, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted by resolutions approved by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The amendments will be effective as of 12:01 am Eastern Time on November 20, 2001.

Amendment No. 1. The Certificate of Incorporation of the corporation is amended by striking Article I in its entirety and replacing there for:

ARTICLE I NAME

The name of the Corporation is Buyers United, Inc.

Amendment No. 2. The Certificate of Incorporation of the corporation is amended by striking Section 1 of Article IV in its entirety and replacing there for:

1. Shares, Classes and Series Authorized.

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 115,000,000 shares. Stockholders shall not have any preemptive rights, nor shall stockholders have the right to cumulative voting in the election of directors or for any other purpose. The classes and the aggregate number of shares of stock of each class that the Corporation shall have authority to issue are as follows:

- (a) 100,000,000 shares of Common Stock, \$0.0001 par value ("Common Stock").
- (b) 15,000,000 shares of Preferred Stock, \$0.0001 par value ("Preferred Stock").

IN WITNESS WHEREOF, BuyersOnline.com, Inc., has caused this Certificate to be signed by its duly authorized officer this 31st day of October 2001.

BUYERSONLINE.COM, INC.

By:__

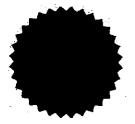
Paul Jarman, Vice President



PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BUYERSONLINE.COM, INC.", CHANGING ITS NAME FROM "BUYERSONLINE.COM, INC." TO "BUYERS UNITED, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Varriet Smith Windson Secretary of State

AUTHENTICATION: 2232239

DATE: 01-29-03

3016691 8100

030054584

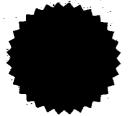
EXHBIT 7

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUYERS UNITED, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2003.

3016691 8300

030050047



Darriet Smith Hindson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2222658

DATE: 01-24-03

ATTACHMENT 4

COMMONWEALTH OF KENTUCKY JOHN Y. BROWN III SECRETARY OF STATE

John Y. Brown III Secretary of State Received and Filed 08/21/2002 09:52 AM Fee Receipt: \$90.00

0543007.09

CDuryea P101



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to Kentucky on	the provisions of KRS Chapter : behalf of the corporation named na	271B, 273 or 274, t elow and for that pu	the undersigned heret pose submits the follo	by applie wing stat	s for authorit ements:	y to trai	nsact business i
1. The corpo		pration (KRS 271B).	a nonprofit coervice corporation (KR	rporation S 274).	(KRS 273).		
	e of the corporation is rs United Inc.			,			
3. The name Buye	of the corporation to be used in kers United Inc.	entucky is		· · · · · · · · ·			
4. Delav	vare is t	,	is unevelable for use) Inder whose law the co	omoration	is incorporate		······································
5. April	0 4000		tion and the period of d			_	
6. The street 1847	address of the corporation's princ O South Pony Express	ipal office is	• • • • • •	_	Bluffdale.		84065
7. The street 400 V	and and a street of the corporation's registives that the corporation's registives that the corporation is registed.	tered office in Kentu Jite 1800	cky is	City	ille, Kent		Zip Code
and the na	arne of the registered agent at that National Reg	office is Lstered Agent:		City	State.		Zip Code
3. The name	s and usual business addresses o	f the corporation's o	urrent officers and direc	ctors are	as follows:		
President							
Vice Presi							
Secretary	Paul Jarman		Same as #6 al	bove		_	
Treasurer			Same as #6 al	bove			
Directors	Douglas G. Smith		Same as #6 a	bove			
	Ken Kroque		Same as #6 a				
		•	ion sheet, if necessary)	· - · · · · · · · · · · · · · · · · · ·		 -	-
man the se	ional service corporation, all the in cretary and treasurer are licensed nal service described in the staten	in one or more state	s or territories of the U	alf of the of Inited Sta	directors, and tes or District	all of the of Colur	officers other object of the control
	te of existence duly authenticated			s applicati	ion.		
	cation will be effective upon filing,				ied:		
			Roul	pen	16ev	ed effective de	is and/or (ime)
			Paul Jarma	ัก เก	ignatura	•	
			Date:	Type or F	riol Name & Title J	une 1	2 , 20 02
Nationa	l Registered Agents,	inc.	popport to see a set	ha enci-t		- 46 - 611	
	Type or print name of registered agent		_, consent to serve as the	register	ed agent on ber	ant of the	corporation.
		•	Juanita Mah	oney,	Ass't Se	<i>1.</i>	

SSC-101 (7/98)

(See attached sheet for instructions)

Type or Print Name & Title

COMMONWEALTH OF KENTUCKY JOHN Y. BROWN III SECRETARY OF STATE



0543007.04
John Y. Brown III
Secretary of State
Received and Filed
03/21/2003 10:34 AM
Fee Receipt: \$20.00

BWeber C226

CERTIFICATE OF ASSUMED NAME

this certiles that the assumed hame of				
United Carrier Networks				
[Name under which t	he business will be conducted]			
has been adopted by Buyers United, Inc.				
[Røel nam	e - KRS 365.015(1)]			
which is the "real name" of (YOU MUST CHECK ONE)				
a Domestic General Partnership	a Foreign General Partnership			
a Domestic Registered Limited Liability Partnershi	a Foreign Registered Limited Liability Partnership			
a Domestic Limited Partnership	a Foreign Limited Partnership			
a Domestic Business Trust	a Foreign Business Trust			
a Domestic Corporation	a Foreign Corporation			
a Domestic Limited Liability Company	a Foreign Limited Liability Company			
a Joint Venture	, , , , , , , , , , , , , , , , , , , ,			
organized and existing in the state or country of Delaw	are, and whose address is			
14870 South Pony Express Rd., Bluffdale	, UT 84065			
Street address, it any	City State Zp Code			
The certificate of assumed name is executed by				
- Can Daymon				
Paul Jarman, President	Signature			
Warch 19, 2003	Pfint or type name and little			
Date				

COMMONWEALTH OF KENTUCKY JOHN Y. BROWN III SECRETARY OF STATE

0543007.04 John Y. Brown III





John Y. Brown III Secretary of State Received and Filed 03/21/2003 10:34 AM Fee Receipt: \$20.00

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of						
buyersonline						
[Name under which the bu	usiness will be conducted					
has been adopted by Buyers United, Inc.						
[Real name - K	PRS 365.015(1)]					
which is the "real name" of [YOU MUST CHECK ONE]						
a Domestic General Partnership	a Foreign General Partnership					
a Domestic Registered Limited Liability Partnership	a Foreign Registered Limited Liability Partnership					
a Domestic Limited Partnership	a Foreign Limited Partnership					
a Domestic Business Trust	a Foreign Business Trust					
a Domestic Corporation	a Foreign Corporation					
a Domestic Limited Liability Company	a Foreign Limited Liability Company					
a Joint Venture						
organized and existing in the state or country of, and whose addr						
14870 South Pony Express Rd., Bluffdale, I	UT 84065					
Street address, if any	City State Zip Code					
The certificate of assumed name is executed by						
Paulaman						
Paul Jarman President	Signature					
March 19. 2003	Print or type name and title					
Date	Date					

ATTACHMENT 5

[object] Page 1 of 2



The Official State Government Web Site of the Commonwealth of Kentucky



CENTUCKY SECRETARY OF STATE

Trey Grayson

"Making Kentucky Business-Friendly and Government User-Friendly."

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File Annual Report

Printable Version of this page

Organization Number 0543007

Name BUYERS UNITED, INC.

Profit or Non-Profit P - Profit

Company Type FCO - Foreign Corporation

StatusA - ActiveStandingG - Good

State DE

 File Date
 8/21/2002

 Authority Date
 8/21/2002

 Last Annual Report
 4/25/2003

Principal Office 14870 SOUTH PONY EXPRESS ROAD

BLUFFDALE, UT 84065

Registered Agent NATIONAL REGISTERED AGENTS, INC.

400 WEST MARKET STREET

SUITE 1800

LOUISVILLE, KY 40202

Current Officers

President PAUL JARMAN
Secretary Kimm Partridge
Treasurer PAUL JARMAN

Director Gary Smith

Assumed Names

BUYERSONLINE

Active

[object] Page 2 of 2

UNITED CARRIER NETWORKS

Active

Show Activities Above

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ALiability Statement

While the Kentucky Secretary of State's Office makes all reasonable efforts to ensure the accuracy of information contained on its was no representation or warranty as to the correctness of the information. All critical information should be independently ve

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If you have questions or comments about the Secretary of State's web site, please contac <u>LBallinger@mail.sos.state.ky.us</u>

> 700 Capital Avenue Suite 152, State Capitol Frankfort, KY 40601 Office:(502) 564-3490 Fax:(502) 564-5687 privacy/security policy







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Organization Number 0543007

Name BUYERSONLINE

Company Type ASC - Assumed Name Corporation

Status A - Active

State DE

 File Date
 3/21/2003

 Expiration Date
 3/21/2008

Principal Office 18470 SOUTH PONY EXPRESS ROAD

BLUFFDALE, UT 84065

Assumed Name of

Status

BUYERS UNITED, INC.

Active

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ALiability Statement

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Organization Number 0543007

Name UNITED CARRIER NETWORKS

Company Type ASC - Assumed Name Corporation

Status A - Active

State DE

 File Date
 3/21/2003

 Expiration Date
 3/21/2008

Principal Office 18470 SOUTH PONY EXPRESS ROAD

BLUFFDALE, UT 84065

Assumed Name of Status
BUYERS UNITED, INC. Active

Show Activities Above

Show List of Microfilm Above

New Search

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If you have questions or comments about the Secretary of State's web site, please contact LBallinger@mail.sos.state.ky.us

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